

FOSTER CHARLES H JR
Form 4
January 16, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FOSTER CHARLES H JR

2. Issuer Name and Ticker or Trading Symbol
LANDAMERICA FINANCIAL GROUP INC [LFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

LANDAMERICA FINANCIAL GROUP, INC., 5600 COX ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

GLEN ALLEN, VA 23060

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/01/2009		M	97 ⁽¹⁾ A \$ 0.09	26,538	D	
Common Stock					3,557.5586	I	By 401(k) plan
Common Stock ⁽²⁾					1,500	I	by Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title Underlying (Instr. 3)
Deferred Stock Units	\$ 0 ⁽³⁾	01/01/2009		J ⁽³⁾	39,666.6667	08/08/1988 ⁽³⁾ 08/08/1988 ⁽³⁾	Com Sto
Deferred Stock Units	\$ 0 ⁽⁴⁾	01/01/2009		M	97 ⁽¹⁾	08/08/1988 ⁽⁴⁾ 08/08/1988 ⁽⁴⁾	Com Sto
Deferred Stock Units	\$ 0 ⁽⁴⁾	01/01/2009		S	0.3333 ⁽¹⁾	08/08/1988 ⁽⁴⁾ 08/08/1988 ⁽⁴⁾	Com Sto

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOSTER CHARLES H JR LANDAMERICA FINANCIAL GROUP, INC. 5600 COX ROAD GLEN ALLEN, VA 23060	X			

Signatures

By: Anna M. King For: Charles H. Foster, Jr. 01/16/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares reflect a distribution according to the insider's election under the issuer's Executive Voluntary Deferral Plan. Any fractional shares will be paid out in cash.
 - (2) Shares are held by trust of which Charles H. Foster, Jr. is trustee with investment power and of which members of his immediate family are beneficiaries.
 - (3) The deferred stock units acquired on the first of the month are the result of compensation payable for Board and/or committee meeting(s) attendance in the prior month in the form of deferred stock units based on the closing price of the issuer's stock on the first business day of the current month. The deferred stock units do not have any conversion or exercise price (Box 2), nor do they have an exercisable or

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expiration date (Box 6) for this transaction.

- (4) Deferred stock units acquired under the Company's ODDP or EVDP do not have a conversion or exercise price (Box 2), nor do they have an exercisable or expiration date (Box 6).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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